

C O P Y

John Bena

ARTICLES AND AGREEMENT OF INCORPORATION OF THE MINNIE MAUD
RESERVOIR AND IRRIGATION COMPANY

This agreement made and entered into this 27th day of March, 1902 by and between the parties whose names are hereunto subscribed, WITNESSETH: THAT WHEREAS, the undersigned being desirous of associating themselves together for the purpose of constructing, purchasing and owning water reservoirs, ditches, and canals, and other means of controlling and distributing waters for irrigation and domestic use, and for the purpose of appropriating, purchasing, owning and distributing water for irrigation and domestic use to the stockholders in this corporation, and of forming a corporation for that purpose; Now, we, the undersigned a majority of us being residents of the State of Utah, pursuant to the laws of the State of Utah do hereby certify, declare, and agree as follows:

1.

This corporation called and known by the name of the Minnie Maud Reservoir and Irrigation Company, and it shall be and is formed and organized at Minnie Maud Precinct, Carbon County, State of Utah.

11.

The names of the incorporators hereof, their residences, and the amount of stock subscribed and taken by each, are as follows: to-wit:

	NAMES	RESIDENCES	NO. SHARES	PAR VALUE
1970 Wimmer	Bracken Lee-per E.C. Lee	Horper	1202 ✓	\$1.00 each
Albertson	Johnston & Son	"	256	"
Thayn	E. Anderson	"	39	"
Motte	J. A. Hamilton	"	68	"
	William Hamilton	"	(not named)	
Hammer Schmidt	T. F. Housekeeper	"	260	"
Albertson	A. O. Smith	"	143	"
Keel	Alonzo Kelger	"	182	"
Wimmer	David Russell	"	227 ✓	"

111.

That the corporation herein provided for, and hereby created, shall exist and continue for the term of one hundred years, unless sooner dissolved and disincorporated according to law.

IV.

That the objects, business and pursuits of this corporation shall be to construct, purchase, and own, reservoirs, ditches and canals in Carbon County, Utah, and to purchase, appropriate and receive and own waters and water rights and to distribute to its several stockholders waters owned by it, according to their respective holdings of capital stock in said company, and especially to purchase, receive and own the canals, waters, and water rights now owned by the several residents and appropriators of water on and along Minnie Maud Creek in Nine Mile Canyon, Carbon County, Utah and it is intended that this corporation shall succeed to the property rights of said residents and appropriators, in the waters and ditches and canals of said Minnie Maud Creek.

V.

The general office of this corporation shall be at Minnie Maud Precinct, Carbon County, Utah, where shall also be this corporation's place of general business.

VI.

The amount of the capital stock of this corporation shall be Eight Thousand Dollars divided into Eight Thousand shares of the par value of \$1.00 each.

VII.

The officers of this corporation shall be a Board of Five Directors, a president, a vice-president, a secretary and a treasurer. The President, and Vice President shall be chosen by the Board of Directors from among their number, and said Board shall also choose the treasurer and secretary from the stockholders of this corporation. No person shall be deemed qualified to hold office in this corporation who is not a stockholder therein.

VIII.

The following named persons shall be officers of this corporation until the first annual meeting hereinafter provided for and until their successors are elected and qualified to-wit:

E. Anderson, Director and President
G. C. Johnston, Director and Vice President
E. C. Lee, Director and Secretary
James Hamilton, Director and Treasurer
O. A. Smith, Director

Any vacancy caused in any office herein provided for by resignation, death, or removal, shall be filled by the Board of Directors, until the next general meeting of the stockholders. A majority of the Board of Directors shall constitute a quorum for the transaction of the business of this corporation.

IX.

The term of office of the officers of this corporation shall be for one year and until their successors are duly elected and qualified, unless they sooner resign or are removed.

X.

There shall be an annual stockholders' meeting for the election of officers and for the transaction of such other business as shall lawfully come before it, which shall be held on the first Monday of the month of March, of each and every year, at ten o'clock A.M. at the general office of this corporation, at Minnie Maud Precinct, Carbon County, Utah. A representation of the majority of the stock owned by the several stockholders hereof shall be necessary to hold said meeting and transact business, but less than a majority of stock may adjourn such meeting from time to time until such majority of representation may be obtained. The officers of this corporation except such as shall be chosen by the Board of Directors, shall be elected at the annual meetings. Such election shall be by ballot, and the person receiving a majority of votes of the stockholders at such meeting shall be held and declared to be elected to said offices respectively; and each stockholder shall be entitled to as many votes as he holds shares of said Capital stock; and representation by proxy duly appointed in writing shall be allowed at all stockholders' meetings whether general or special.

The first meeting of the corporation for the election of officers and other purposes as herein provided, shall be held on the first Monday of the month of March, 1902 at the hour and place above stated for the general annual meetings of stockholders. A failure to hold any annual or special stockholders' meeting at the time provided for in this agreement shall not forfeit nor in any manner interfere with the corporate rights acquired under this agreement; and any such meeting may be held at any subsequent time, upon giving the notice required by law.

Special meetings of the stockholders of this corporation shall be called by the Board of Directors. The Secretary shall, or on his failure so to do any officer of this corporation may, give notice of annual and special stockholders' meetings.

XI.

The Board of Directors shall have power to appoint all necessary agents, watermasters, and officers necessary to carry on its business, and shall make such rules, regulations and by-laws as are necessary and proper to manage, control and operate its business and property, and shall carry into effect the objects of the corporation. Such by-laws, rules and regulations shall be made by the board of directors, and shall exist subject to the approval of the stockholders' at their succeeding annual meeting.

The Board of Directors are hereby authorized and empowered to levy and collect assessments upon the capital stock of this corporation for the purpose of carrying on its business as herein agreed upon, and to that extent and for that purpose the capital stock hereof is made assessable. Such assessments shall be levied and collected in the manner provided by law.

XIII.

The private property of the stockholders of the corporation shall not be liable for the debts or liabilities of the corporation.

XIV.

This corporation shall and does hereby purchase, take, receive and hold all the water rights now held and claimed by the several incorporators hereto, of and to the waters of said Minnie Maud Creek in Carbon County, Utah, together with all canals, dams, locks, gates and weirs used therewith throughout the whole system of said Minnie Maud Irrigation ditches, and the same being the ditches, canals, headgates and rights now owned and claimed by the individual incorporators hereto.

It is intended by this agreement to incorporate all the waters of Minnie Maud Creek and its tributaries excepting Con Canyon () from its source to Harper Post Office, commonly called Lee's Ranch, a distance of about 30 miles; to build and construct reservoirs near the head of said Minnie Maud Creek, and to regulate the distribution of the waters of said creek and from said reservoirs throughout the entire system covered by this agreement.

XV.

That the said water rights and canals now owned by the individual appropriators along said creek, who are incorporators hereto, are reasonably worth the sum of Two Thousand Three Hundred and 77 dollars, and said property is conveyed by the respective owners thereof to this corporation for 2 thousand 3 hundred and 77 shares of stock at the par value thereof, issued to the owners and claimants in proportion to the value of their rights, and in full payment therefor, and said 2 thousand 3 hundred and 77 shares of stock are hereby declared to be fully paid up capital stock.

XVI.

This corporation shall not be effective for any of the purposes mentioned herein until at least 3000 shares of the unpaid portion of the capital stock shall have been subscribed. The unsubscribed capital stock shall be and is hereby made the property of the corporation. The directors may sell the same from time to time and may issue the same in payment of work done and for the purchase of water rights and improvements and for the construction of reservoirs, canals, and other useful and necessary improvements to the irrigation system of Minnie Maud Creek. And all persons holding stock under this agreement, shall have the water distributed to them in the proportion of their holdings of said stock; and all the shares of stock of this corporation, when once issued, shall stand upon and equal footing.

IN WITNESS THEREOF, the parties to these presents have hereunto set their hands and seals this 27th day of March, 1902.

E. C. Lee
E. Anderson
J. A. Hamilton
G. C. Johnston
A. O. Smith
Alonzo Alger

STATE OF UTAH)
) ss.
COUNTY OF CARBON)

E. C. Lee, E. Anderson, and J. A. Hamilton, being first duly sworn, each for himself, says: that he is one of the incorporators of the Incorporation mentioned in the foregoing agreement; that he and his coincorporators mentioned herein have commence, and it is bona fide their intention to continue the business mentioned in the foregoing articles of Agreement, and that each party to the agreement has paid at least ten per

cent of the stock subscribed by him, and that more than ten per cent of the capital stock of the corporation has been paid into said corporation; and affiants verily believe that each party to the agreement has paid or is able to pay and will pay the amount of the stock subscribed for by him.

E. C. Lee
E. Anderson
J. A. Hamilton

Subscribed and sworn to before me this 27th day of March, 1902

S. C. Johansen, Justice of the Peace

STATE OF UTAH)
) ss
COUNTY OF CARBON)

I, W. H. Donaldson, County Clerk in and for the County of Carbon, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Agreement and oath or affirmation of the Minnie Maud Reservoir and Irrigation Company and I further certify that the said corporation has duly filed in my office the Agreement of Incorporation, together with the oath or affirmation of the incorporators and oath of office of each officer, as required by Chapter 1 of Title 11, Revised Statutes of Utah, as amended by Chapter 81 of the laws of Utah 1901.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5th day of April 1902.

W. H. DONALDSON, COUNTY CLERK

By-

(SEAL)

Filed and certificate issued this 11th day of April 1902.

J. T. HAMMOND, SECRETARY OF STATE